



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013  
OF THE CONDITION AND AFFAIRS OF THE

Humana Benefit Plan of Illinois, Inc.

NAIC Group Code01190119(Current)(Prior)NAIC Company Code60052Employer's ID Number37-1326199

Organized under the Laws ofIllinois, State of Domicile or Port of EntryIllinois

Country of DomicileUnited States of America

Licensed as business type:Life, Accident & Health

Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized06/20/1994Commenced Business02/01/1995

Statutory Home Office7915 N. Hale Ave., Ste. D7915 N. Hale Ave., Ste. D(Street and Number)(Street and Number)Peoria, IL, US 61615Peoria, IL, US 61615(City or Town, State, Country and Zip Code)(City or Town, State, Country and Zip Code)

Main Administrative Office500 West Main Street500 West Main Street(Street and Number)(Street and Number)Louisville, KY, US 40202Louisville, KY, US 40202(City or Town, State, Country and Zip Code)(City or Town, State, Country and Zip Code)502-580-1000502-580-1000(Area Code) (Telephone Number)(Area Code) (Telephone Number)

Mail AddressP.O. Box 740036P.O. Box 740036(Street and Number or P.O. Box)(Street and Number or P.O. Box)Louisville, KY, US 40201-7436Louisville, KY, US 40201-7436(City or Town, State, Country and Zip Code)(City or Town, State, Country and Zip Code)

Primary Location of Books and Records500 West Main Street500 West Main Street(Street and Number)(Street and Number)Louisville, KY, US 40202Louisville, KY, US 40202(City or Town, State, Country and Zip Code)(City or Town, State, Country and Zip Code)502-580-1000502-580-1000(Area Code) (Telephone Number)(Area Code) (Telephone Number)

Internet Website Addresswww.humana.comwww.humana.com

Statutory Statement ContactMichael WasikMichael Wasik(Name)(Name)502-580-8852502-580-8852(Area Code) (Telephone Number)(Area Code) (Telephone Number)DOIINQUIRIES@humana.comDOIINQUIRIES@humana.com(E-mail Address)(E-mail Address)502-580-2099502-580-2099(FAX Number)(FAX Number)

OFFICERS

President & CEOBruce Dale BroussardBruce Dale BroussardSr. VP, CFO & TreasurerJames Harry BloemJames Harry Bloem

VP & Corporate SecretaryJoan Olliges LenahanJoan Olliges LenahanAppointed ActuaryJonathan Albert CanineJonathan Albert Canine

OTHER

George Grant Bauernfeind Vice President	Elizabeth Diane Bierbower Pres., Employer Group Segment	John Gregory Catron VP & Chief Compliance Officer
Roy Goldman Ph.D VP & Chief Actuary	Charles Frederic Lambert III Vice President	Brian Phillip LeClaire Sr.VP&Chief Service&Info Officer
Thomas Joseph Liston President, Retail Segment	Heidi Suzanne Margulis Sr. Vice President	Timothy Patrick O'Rourke # RegPres-SrProd/Great Lakes Reg
Bruce Devereau Perkins Pres.,Healthcare Services Seg.	Bruno Roger Piquin # VP & Div. Leader - Northern Div.	Richard Donald Remmers VP, Employer Group Segment
Debra Anne Smith # VP-Sr.Prod.Strategy & Prod Dev.	Praveen Gope Thadani # Market President - Illinois	Pattie Dale Tye President, Large Group
Joseph Christopher Ventura Assistant Corporate Secretary	Timothy Alan Wheatley VP - Senior Products	Ralph Martin Wilson Vice President

DIRECTORS OR TRUSTEES

James Harry Bloem	Bruce Dale Broussard	Neal Curtis Fischer M.D.
Mark Donald Krum #	James Elmer Murray	Ross Alan Westreich

State ofKentucky

County ofJefferson

SS:

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Bruce Dale BroussardPresident & CEO

Joan Olliges LenahanVP & Corporate Secretary

James Harry BloemSr. VP, CFO & Treasurer

Subscribed and sworn to before me this

8thday ofNovember, 2013

a. Is this an original filing? Yes [ X ] No [ ]

b. If no,

1. State the amendment number.....

2. Date filed .....

3. Number of pages attached.....

Myra Carpenter  
Notary Public  
August 9, 2017

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	49,391,227	0	49,391,227	43,983,669
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....485,182 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....5,125,251 ) .....	5,610,433	0	5,610,433	6,805,107
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	0	0	0	0
9. Receivables for securities .....	0	0	0	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	55,001,660	0	55,001,660	50,788,776
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	388,545	0	388,545	494,599
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	3,876,911	108,563	3,768,348	3,882,343
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	0	0	0	0
15.3 Accrued retrospective premiums .....	3,692,063	0	3,692,063	2,795,146
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0	0	0	0
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	805,312	0	805,312	948,336
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
18.2 Net deferred tax asset .....	9,442,153	4,574,517	4,867,636	4,867,636
19. Guaranty funds receivable or on deposit .....	0	0	0	0
20. Electronic data processing equipment and software .....	26,020	7,610	18,410	13,078
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	77,592	77,592	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0	0
24. Health care (\$ .....1,088,448 ) and other amounts receivable .....	1,110,969	22,521	1,088,448	461,122
25. Aggregate write-ins for other than invested assets .....	120,556	120,556	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	74,541,781	4,911,359	69,630,422	64,251,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27)	74,541,781	4,911,359	69,630,422	64,251,036
DETAILS OF WRITE-INS				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. Prepaid Commissions .....	93,404	93,404	0	0
2502. Prepaid Expenses .....	27,152	27,152	0	0
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	120,556	120,556	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	16,607,793	589,913	17,197,706	15,753,826
2. Accrued medical incentive pool and bonus amounts .....	0	0	0	0
3. Unpaid claims adjustment expenses .....	297,861	0	297,861	258,112
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	1,008,396	0	1,008,396	866,485
5. Aggregate life policy reserves .....	0	0	0	0
6. Property/casualty unearned premium reserve .....	0	0	0	0
7. Aggregate health claim reserves .....	0	0	0	0
8. Premiums received in advance .....	655,064	0	655,064	895,422
9. General expenses due or accrued .....	370,990	0	370,990	158,959
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	0	0	0	10,117
10.2 Net deferred tax liability .....	0	0	0	0
11. Ceded reinsurance premiums payable .....	1,327	0	1,327	874
12. Amounts withheld or retained for the account of others .....	0	0	0	0
13. Remittances and items not allocated .....	282,558	0	282,558	680,775
14. Borrowed money (including \$ .....0 current) and interest thereon \$ .....0 (including \$ .....0 current) .....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates .....	270,764	0	270,764	186,755
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	0	0	0	0
18. Payable for securities lending .....	0	0	0	0
19. Funds held under reinsurance treaties (with \$ .....0 authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers) .....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$ .....0 ) companies .....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22. Liability for amounts held under uninsured plans .....	1,337,635	0	1,337,635	395,244
23. Aggregate write-ins for other liabilities (including \$ .....79,666 current) .....	79,666	0	79,666	413,849
24. Total liabilities (Lines 1 to 23) .....	20,912,054	589,913	21,501,967	19,620,418
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock .....	XXX	XXX	0	0
28. Gross paid in and contributed surplus .....	XXX	XXX	57,300,000	61,300,000
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	(11,671,545)	(19,169,382)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$ .....0 ) .....	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$ .....0 ) .....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	48,128,455	44,630,618
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	69,630,422	64,251,036
DETAILS OF WRITE-INS				
2301. OPM Contract Reserves .....	65,307	0	65,307	126,914
2302. Medicare Risk Adj Prem Payable .....	14,359	0	14,359	286,935
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	79,666	0	79,666	413,849
2501. ....	XXX	XXX		
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX	0	0
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	166,865	161,279	214,550
2. Net premium income ( including \$ .....0 non-health premium income).....	XXX	130,627,115	124,842,696	164,471,640
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	0	0	0
4. Fee-for-service (net of \$ .....0 medical expenses).....	XXX	0	0	0
5. Risk revenue .....	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	130,627,115	124,842,696	164,471,640
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	3,629,887	95,949,673	96,098,992	128,050,164
10. Other professional services .....	0	224,388	105,311	242,560
11. Outside referrals .....	0	0	0	0
12. Emergency room and out-of-area .....	119,573	2,300,583	2,595,744	3,405,779
13. Prescription drugs .....	0	10,833,213	11,726,821	13,870,854
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....	0	0	0	0
16. Subtotal (Lines 9 to 15) .....	3,749,460	109,307,857	110,526,868	145,569,357
<b>Less:</b>				
17. Net reinsurance recoveries .....	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17) .....	3,749,460	109,307,857	110,526,868	145,569,357
19. Non-health claims (net) .....	0	0	0	0
20. Claims adjustment expenses, including \$ .....5,774,716 cost containment expenses .....	0	6,739,897	5,458,767	7,634,358
21. General administrative expenses .....	0	8,692,527	8,732,249	12,498,944
22. Increase in reserves for life and accident and health contracts (including \$ .....0 increase in reserves for life only) .....	0	0	0	(3,000,000)
23. Total underwriting deductions (Lines 18 through 22).....	3,749,460	124,740,281	124,717,884	162,702,659
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	5,886,834	124,812	1,768,981
25. Net investment income earned .....	0	1,383,475	1,360,325	1,816,163
26. Net realized capital gains (losses) less capital gains tax of \$ .....3,472 .....	0	6,448	19,894	132,699
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,389,923	1,380,219	1,948,862
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ .....0 ) (amount charged off \$ .....0 )].....	0	0	0	0
29. Aggregate write-ins for other income or expenses .....	0	12,405	17,772	17,770
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	7,289,162	1,522,803	3,735,613
31. Federal and foreign income taxes incurred .....	XXX	(3,472)	(10,712)	(61,336)
32. Net income (loss) (Lines 30 minus 31) .....	XXX	7,292,634	1,533,515	3,796,949
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX			
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	0	0	0
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....	0	0	0	0
2901. Miscellaneous Income .....	0	12,405	17,772	17,770
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above) .....	0	12,405	17,772	17,770

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	44,630,618	39,660,284	39,660,284
34. Net income or (loss) from Line 32 .....	7,292,634	1,533,515	3,796,949
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 0	(553)	12,074	8,564
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38. Change in net deferred income tax .....	0	0	(4,936,069)
39. Change in nonadmitted assets .....	205,756	(5,890)	2,412,489
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	3,319,085
44. Capital Changes:			
44.1 Paid in .....	0	0	1,500,000
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	(1,500,000)	0
45. Surplus adjustments:			
45.1 Paid in .....	(4,000,000)	0	(1,500,000)
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....	0	1,500,000	0
46. Dividends to stockholders .....	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	369,316
48. Net change in capital & surplus (Lines 34 to 47) .....	3,497,837	1,539,699	4,970,334
49. Capital and surplus end of reporting period (Line 33 plus 48)	48,128,455	41,199,983	44,630,618
DETAILS OF WRITE-INS			
4701. Prior Year Dividend Reclassification .....	0	0	369,316
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	369,316

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	129,469,575	126,748,856	163,276,268
2. Net investment income .....	1,679,964	1,614,697	2,011,075
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	131,149,539	128,363,553	165,287,343
5. Benefit and loss related payments .....	107,863,977	108,888,865	142,532,124
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	14,106,503	13,086,799	19,454,184
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....0 tax on capital gains (losses) .....	10,117	182,743	552,057
10. Total (Lines 5 through 9) .....	121,980,597	122,158,407	162,538,365
11. Net cash from operations (Line 4 minus Line 10) .....	9,168,942	6,205,146	2,748,978
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	3,815,678	6,515,575	9,898,214
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	(324)	(324)
12.7 Miscellaneous proceeds .....	0	408,431	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	3,815,678	6,923,682	9,897,890
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	9,404,305	12,349,959	15,122,969
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	9,404,305	12,349,959	15,122,969
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(5,588,627)	(5,426,277)	(5,225,079)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	(4,000,000)	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied) .....	(774,989)	2,930,347	237,489
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(4,774,989)	2,930,347	237,489
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(1,194,674)	3,709,216	(2,238,612)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	6,805,107	9,043,719	9,043,719
19.2 End of period (Line 18 plus Line 19.1) .....	5,610,433	12,752,935	6,805,107

0

Note: Supplemental disclosures of cash flow information for non-cash transactions:

--	--	--	--

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	17,686	0	0	0	1,284	572	1,270	14,560	0	0
2. First Quarter .....	18,525	0	0	0	1,421	714	1,197	15,193	0	0
3. Second Quarter .....	18,525	0	0	0	1,434	782	1,181	15,128	0	0
4. Third Quarter .....	18,574	0	0	0	1,446	883	1,178	15,067	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	166,865	0	0	0	12,858	6,928	10,683	136,396	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician .....	130,473	0	0	0	0	0	12,641	117,832	0	0
8. Non-Physician .....	174,169	0	0	0	0	0	10,319	163,850	0	0
9. Total	304,642	0	0	0	0	0	22,960	281,682	0	0
10. Hospital Patient Days Incurred	81,177	0	0	0	0	0	214	80,963	0	0
11. Number of Inpatient Admissions	17,264	0	0	0	0	0	106	17,158	0	0
12. Health Premiums Written (a) .....	130,631,100	0	0	0	127,724	159,535	5,235,296	125,108,545	0	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	130,631,100	0	0	0	127,724	159,535	5,235,296	125,108,545	0	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	108,229,747	0	0	0	89,103	119,051	6,537,233	101,484,360	0	0
18. Amount Incurred for Provision of Health Care Services	109,307,857	0	0	0	89,103	116,358	6,650,226	102,452,170	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....125,108,545

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
BLESSING HOSPITAL .....	11,287	0	0	0	0	11,287
CHRISTIANA CARE HEALTH SERVICE .....	3,608	0	0	0	0	3,608
DAN R METCALF MD .....	7,645	0	0	0	0	7,645
DUPAGE EYE SURGERY CENTER .....	0	0	0	0	2,038	2,038
FREEPORT MEMORIAL HOSPITAL .....	0	0	0	0	2,109	2,109
GRAHAM EXTENDED CARE .....	0	0	0	0	5,320	5,320
JENNERSVILLE REGIONAL HOSPITAL .....	3,192	0	0	0	0	3,192
KATHERINE SHAW BETHEA HOSPITAL .....	6,617	0	0	0	0	6,617
MARK E CARLSON MD .....	0	0	0	0	3,173	3,173
MEMORIAL MEDICAL CENTER .....	10,859	0	0	0	0	10,859
METHODIST MEDICAL CENTER .....	2,089	0	0	0	0	2,089
MORRIS HOSPITAL .....	0	0	0	0	7,542	7,542
NORTHWOODS CARE CENTRE .....	0	0	0	0	2,530	2,530
OSF HOME HEALTH EASTERN REGION .....	406	0	0	0	1,670	2,076
PA PETERSON CENTER FOR HEALTH .....	2,456	0	0	0	0	2,456
PEKIN MEMORIAL HOSPITAL .....	7,989	0	0	0	0	7,989
PERRY MEMORIAL HOSPITAL .....	2,462	0	0	0	0	2,462
PROCTOR HOSPITAL .....	175	0	0	0	2,679	2,854
PROVENA COR MARIAE CENTER .....	3,646	0	0	0	0	3,646
ROCKFORD MEMORIAL HOSPITAL .....	7,386	0	0	0	0	7,386
ROSEWOOD CARE CTR OF EAST PEOR .....	3,766	0	0	0	0	3,766
SAINT FRANCIS HOME HEALTH .....	0	0	0	0	2,003	2,003
SAINT FRANCIS MEDICAL CENTER .....	134,553	0	0	0	8,111	142,664
SARAH D CULBERTSON MEM HOSP .....	134	0	0	0	2,321	2,455
ST ANTHONY MEDICAL CENTER .....	213	0	0	0	3,430	3,643
ST MARGARETS HOSPITAL .....	37	3,010	0	0	0	3,047
ST MARY MEDICAL CENTER .....	9,117	0	0	0	0	9,117
UNIV OF WISCONSIN HOSP CLINIC .....	0	0	0	0	9,765	9,765
WAKEMED CARY .....	0	0	0	0	9,377	9,377
.....	0	0	0	0	0	0
0199999 Individually listed claims unpaid	217,637	3,010	0	0	62,068	282,715
0299999 Aggregate accounts not individually listed-uncovered	9,378	1,740	118	209	9,030	20,475
0399999 Aggregate accounts not individually listed-covered	0	0	0	0	0	0
0499999 Subtotals	227,015	4,750	118	209	71,098	303,190
0599999 Unreported claims and other claim reserves						16,894,516
0699999 Total amounts withheld						0
0799999 Total claims unpaid						17,197,706
0899999 Accrued medical incentive pool and bonus amounts						0



UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	0	0	0	0	0	0
2. Medicare Supplement .....	0	0	0	0	0	0
3. Dental Only .....	10,594	108,457	761	6,185	11,355	9,639
4. Vision Only .....	0	89,103	0	0	0	0
5. Federal Employees Health Benefits Plan .....	667,233	5,907,360	55,046	1,074,974	722,279	1,012,500
6. Title XVIII - Medicare .....	11,922,334	89,918,093	275,600	15,785,140	12,197,934	14,731,687
7. Title XIX - Medicaid .....	0	0	0	0	0	0
8. Other health .....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8) .....	12,600,161	96,023,013	331,407	16,866,299	12,931,568	15,753,826
10. Healthcare receivables (a) .....	0	759,197	0	0	0	0
11. Other non-health .....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts .....	0	0	0	0	0	0
13. Totals (Lines 9-10+11+12)	12,600,161	95,263,816	331,407	16,866,299	12,931,568	15,753,826

(a) Excludes \$ 333,682 loans or advances to providers not yet expensed.

NOTES TO THE FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance.

The Illinois Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Illinois for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Illinois Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Illinois. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Illinois is shown below:

	State of Domicile		2013		2012
Net Income					
1. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$	7,292,634	\$	3,796,949
2. State Prescribed Practices that increase/(decrease) NAIC SAP	IL		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	IL		-		-
4. NAIC SAP	IL	\$	7,292,634	\$	3,796,949
Surplus					
5. Humana Benefit Plan of Illinois, Inc. Illinois basis	IL	\$	48,128,455	\$	44,630,618
6. State Prescribed Practices that increase/(decrease) NAIC SAP	IL		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	IL		-		-
8. NAIC SAP	IL	\$	48,128,455	\$	44,630,618

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

## NOTES TO THE FINANCIAL STATEMENTS

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) The Company does not have real estate held for the production of income.  
  
Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.  
  
The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.
- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

### 2. Accounting Changes and Corrections of Errors

The Company adopted the provisions of SSAP No. 101 *Income Taxes A Replacement of SSAP 10R and SSAP 10* in 2012. SSAP No. 101 provides new requirements for tax loss contingencies and the calculation and admissibility of deferred tax assets. The difference between the recalculated amounts as of January 1, 2012, and the amount actually reported in the prior year financial statements is treated as a change in accounting principle in accordance with SSAP No. 3 *Accounting Changes and Correction of Errors*. The cumulative effect of this change in accounting principle resulted in a \$3,319,085 increase in unassigned surplus.

In 2012, the Company determined that the 2011 & prior deferred tax provisions included certain items that were not realizable in one year. This error resulted in a \$369,316 overstatement of both the 2011 net admitted deferred tax asset and ending capital and surplus. The error had no impact on total liabilities or net income at December 31, 2011. Consistent with SSAP No. 3, an adjustment to unassigned surplus has been recorded in the fourth quarter of 2012 as an aggregate write-in on line 47 of the capital and surplus account rollforward. The adjustment is 0.57 percent of net admitted assets and 0.83 percent of total capital and surplus.

NOTES TO THE FINANCIAL STATEMENTS

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

Not Applicable.

B. Debt Restructuring

Not Applicable.

C. Reverse Mortgages

Not Applicable.

D. Loan-Backed Securities

(1) Not Applicable.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at September 30, 2013.

Gross unrealized losses and related fair value of temporarily impaired securities that have been in a continuous unrealized loss position were as follows at September 30, 2013:

(a) The aggregate amount of unrealized losses:			
1.	Less than 12 Months	\$	(142,904)
2.	12 Months or Longer	\$	-
(b) The aggregate related fair value of securities with unrealized losses:			
1.	Less than 12 Months	\$	5,165,960
2.	12 Months or Longer	\$	-

The unrealized losses at September 30, 2013 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

(5) Not Applicable.

E. Repurchase Agreements and/or Securities Lending Transactions

(1) The Company has no repurchase agreements or securities lending transactions.

(2) The Company has not pledged any of its assets as collateral.

(3-5) Not Applicable.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default.

- B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2012.

10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties

- A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2012 and 2011 were approximately \$14.8 million and \$16.1 million, respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. Dividends of \$4.0 million were paid to Humana Inc. on April 29, 2013. The Department of Insurance was notified prior to the payment of this dividend. At September 30, 2013, the Company reported \$0.3 million due to Humana Inc. Amounts due to or from parent are generally settled within 30 days.
- G. All outstanding shares of the Company are owned by the Parent Company.
- H. Not applicable.
- I. Not applicable.
- J. Not applicable.
- K. Not applicable.
- L. Not applicable.

11. Debt

- A. Debt Including Capital Notes

The Company has no debentures outstanding.

The Company has no capital notes outstanding.

The Company does not have any reverse repurchase agreements.

- B. Federal Home Loan Bank (FHLB) Agreements

The Company does not have any FHLB agreements.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plans

Not Applicable.

- B. Defined Contribution Plans

Not Applicable.

- C. Multiemployer Plans

Not Applicable.

- D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2012.

- E. Post Employment Benefits and Compensated Absences

Not Applicable.

## NOTES TO THE FINANCIAL STATEMENTS

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

- (1) The Company has \$25.00 par value common stock with 100,000 shares authorized and 100,000 shares issued and outstanding. All shares are common stock shares.
- (2) The Company has no preferred stock outstanding.
- (3-5) Dividends are non cumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution exceeds the lesser of the Company's prior year net operating profits or ten percent of policyholders surplus funds derived from realized net operating profits. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders. Dividends of \$4.0 million were paid to Humana Inc. on April 29, 2013. The Department of Insurance was notified prior to the payment of this dividend.
- (6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$(553).
- (11) Not Applicable.
- (12) Not Applicable.
- (13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of September 30, 2013.

15. Leases

No material change since year-end December 31, 2012.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

The Company has no investment in Financial Instruments with Off Balance Sheet Risk or with Concentrations of Credit Risk.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

Not Applicable.

## NOTES TO THE FINANCIAL STATEMENTS

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- (1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- (2) As of September 30, 2013, the Company has recorded a receivable from CMS of \$0.8 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables from payors whose account balance is greater than 10 percent of the Company's accounts receivable from uninsured A&H plans or \$10,000.
- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues or receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

A. (1) The Company did not have any financial assets carried at fair value at September 30, 2013.

(2) Rollforward of Level 3 Items

Not Applicable.

- (3) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2012 and September 30, 2013.
- (4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended September 30, 2013.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Not Applicable.

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

## NOTES TO THE FINANCIAL STATEMENTS

Not Applicable.

C. Other Disclosures

Not Applicable.

- D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable and Non-transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

- (1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

- (2) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

- (3) Direct exposure through other investments:

- Residential mortgage backed securities – No substantial exposure noted.
- Commercial mortgage backed securities – No substantial exposure noted.
- Collateralized debt obligations – No substantial exposure noted.
- Structured securities – No substantial exposure noted.
- Equity investment in SCAs– No substantial exposure noted.
- Other assets – No substantial exposure noted.
- Total – No substantial exposure noted.

- (4) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

H. Retained Assets

Not Applicable.

22. Events Subsequent

The Company is not aware of any events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through November 6, 2013 for the statutory statement issued on November 13, 2013.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes ( )      No ( X )

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?



## NOTES TO THE FINANCIAL STATEMENTS

Yes ( ) No (X)

If yes, give full details.

### Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes ( ) No (X)

If yes, give full details.

### Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes ( ) No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

#### B. Uncollectible Reinsurance

Not Applicable.

#### C. Commutation of Ceded Reinsurance

Not Applicable.

### 24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at September 30, 2013 that are subject to retrospective rating features was \$3.7 million that represented 2.83 percent of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.
- D. Medical loss ratio rebates required pursuant to the Public Health Service Act
- Not Applicable.

### 25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were \$15.9 million. As of September 30, 2013, \$12.7 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$0.3 million as a result of reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$2.9 million favorable prior-quarter development since December 31, 2012. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated group insurance policies.

### 26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

27. Structured Settlements

The Company has no structured settlements.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
9/30/2013	\$	759,184	\$	-	\$	-	\$	-	\$	-
6/30/2013	\$	705,947	\$	705,947	\$	705,945	\$	-	\$	-
3/31/2013	\$	1,023,922	\$	1,023,922	\$	1,022,786	\$	-	\$	-
12/31/2012	\$	718,040	\$	718,040	\$	717,103	\$	-	\$	-
9/30/2012	\$	738,409	\$	738,409	\$	634,442	\$	103,241	\$	-
6/30/2012	\$	936,016	\$	936,016	\$	807,510	\$	127,797	\$	-
3/31/2012	\$	668,539	\$	668,539	\$	356,247	\$	311,369	\$	-
12/31/2011	\$	435,386	\$	435,386	\$	435,386	\$	-	\$	-
9/30/2011	\$	537,982	\$	537,982	\$	537,982	\$	-	\$	-
6/30/2011	\$	583,020	\$	583,020	\$	583,020	\$	-	\$	-
3/31/2011	\$	593,172	\$	593,172	\$	593,172	\$		\$	

B. Risk Sharing Receivables

Risk sharing receivables include estimated recoveries on plan-to-plan and state-to-plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$

-
2.

Date of the most recent evaluation of this liability

September 30, 2013
3.

Was anticipated investment income utilized in the calculation?

Yes ( )

No (X)

The Company did recognize the time value of money by discounting future losses at an annual interest rate of 0.10 percent.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [ ] No [ X ]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [ ] No [ ]

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [ ] No [ X ]

2.2

If yes, date of change:

3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [ ] No [ X ]

3.2

If the response to 3.1 is yes, provide a brief description of those changes.

4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [ ] No [ X ]

4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [ X ] No [ ] N/A [ ]

If yes, attach an explanation.  
A Global Amendment to replace Schedule C of the Service Center Services Agreement #266 between HBP-IL (recipient) and HIC (Provider) was Filed to WI on 06.10.2013 and approved on 06.24.2013.

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010

6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/05/2012

6.4

By what department or departments?  
Illinois Department of Insurance

6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [ X ] No [ ] N/A [ ]

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [ X ] No [ ] N/A [ ]

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [ ] No [ X ]

7.2

If yes, give full information:

8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [ ] No [ X ]

8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [ ] No [ X ]

8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes [ X ] No [ ]
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [ X ]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [ X ]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? .....

Yes [ ] No [ X ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount: .....

\$.....0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [ ] No [ X ]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$.....0
13.

Amount of real estate and mortgages held in short-term investments: .....

\$.....0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [ ] No [ X ]
- 14.2

If yes, please complete the following:
- |   | 1   | 2  |
|---|---|--|
|   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 Bonds .....   | \$.....0  | \$.....0   |
| 14.22 Preferred Stock .....   | \$.....0  | \$.....0   |
| 14.23 Common Stock .....  | \$.....0  | \$.....0   |
| 14.24 Short-Term Investments .....  | \$.....0  | \$.....0   |
| 14.25 Mortgage Loans on Real Estate .....   | \$.....0  | \$.....0   |
| 14.26 All Other .....   | \$.....0  | \$.....0   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$.....0  | \$.....0   |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$.....0  | \$.....0   |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [ X ]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....  
If no, attach a description with this statement.

Yes [ ] No [ ]

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

16.3 Total payable for securities lending reported on the liability page.
- \$

\$

\$
- 0

0

0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?
- Yes [ X ] No [ ]

- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase	4 Metro Tech Center, 16th Floor Mail Code: NY1-C5121, Brooklyn, NY 11245, Attn: Barbara J. Walsh

- 17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
- Yes [ ] No [ X ]

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105.00	Blackrock, Inc.	40 East 52nd Street, New York, NY 10022

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
- Yes [ X ] No [ ]

- 18.2 If no, list exceptions:
- N/A

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

88.1 %

1.2 A&H cost containment percent

4.4 %

1.3 A&H expense percent excluding cost containment expenses

7.4 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [ ] No [ X ]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$.0
- 2.3

Do you act as an administrator for health savings accounts?

Yes [ ] No [ X ]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date

\$.0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

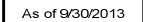
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama.....AL	N	0	0	0	0	0	0	0	0
2.	Alaska.....AK	N	0	0	0	0	0	0	0	0
3.	Arizona.....AZ	L	0	0	0	0	0	0	0	0
4.	Arkansas.....AR	L	0	0	0	0	0	0	0	0
5.	California.....CA	N	0	0	0	0	0	0	0	0
6.	Colorado.....CO	L	0	0	0	0	0	0	0	0
7.	Connecticut.....CT	N	0	0	0	0	0	0	0	0
8.	Delaware.....DE	N	0	0	0	0	0	0	0	0
9.	District of Columbia.....DC	N	0	0	0	0	0	0	0	0
10.	Florida.....FL	N	0	0	0	0	0	0	0	0
11.	Georgia.....GA	L	0	0	0	0	0	0	0	0
12.	Hawaii.....HI	L	0	0	0	0	0	0	0	0
13.	Idaho.....ID	L	0	0	0	0	0	0	0	0
14.	Illinois.....IL	L	260,909	121,446,526	0	5,235,296	0	0	126,942,731	0
15.	Indiana.....IN	L	0	0	0	0	0	0	0	0
16.	Iowa.....IA	L	0	0	0	0	0	0	0	0
17.	Kansas.....KS	L	0	0	0	0	0	0	0	0
18.	Kentucky.....KY	L	0	0	0	0	0	0	0	0
19.	Louisiana.....LA	N	0	0	0	0	0	0	0	0
20.	Maine.....ME	L	0	0	0	0	0	0	0	0
21.	Maryland.....MD	N	0	0	0	0	0	0	0	0
22.	Massachusetts.....MA	N	0	0	0	0	0	0	0	0
23.	Michigan.....MI	L	0	0	0	0	0	0	0	0
24.	Minnesota.....MN	L	0	0	0	0	0	0	0	0
25.	Mississippi.....MS	L	0	0	0	0	0	0	0	0
26.	Missouri.....MO	L	0	0	0	0	0	0	0	0
27.	Montana.....MT	L	0	0	0	0	0	0	0	0
28.	Nebraska.....NE	L	0	0	0	0	0	0	0	0
29.	Nevada.....NV	N	0	0	0	0	0	0	0	0
30.	New Hampshire.....NH	L	0	0	0	0	0	0	0	0
31.	New Jersey.....NJ	N	0	0	0	0	0	0	0	0
32.	New Mexico.....NM	L	0	0	0	0	0	0	0	0
33.	New York.....NY	N	0	0	0	0	0	0	0	0
34.	North Carolina.....NC	L	0	0	0	0	0	0	0	0
35.	North Dakota.....ND	L	0	0	0	0	0	0	0	0
36.	Ohio.....OH	N	0	0	0	0	0	0	0	0
37.	Oklahoma.....OK	L	0	0	0	0	0	0	0	0
38.	Oregon.....OR	L	0	0	0	0	0	0	0	0
39.	Pennsylvania.....PA	L	26,350	3,662,019	0	0	0	0	3,688,369	0
40.	Rhode Island.....RI	N	0	0	0	0	0	0	0	0
41.	South Carolina.....SC	L	0	0	0	0	0	0	0	0
42.	South Dakota.....SD	L	0	0	0	0	0	0	0	0
43.	Tennessee.....TN	L	0	0	0	0	0	0	0	0
44.	Texas.....TX	L	0	0	0	0	0	0	0	0
45.	Utah.....UT	N	0	0	0	0	0	0	0	0
46.	Vermont.....VT	L	0	0	0	0	0	0	0	0
47.	Virginia.....VA	N	0	0	0	0	0	0	0	0
48.	Washington.....WA	L	0	0	0	0	0	0	0	0
49.	West Virginia.....WV	L	0	0	0	0	0	0	0	0
50.	Wisconsin.....WI	L	0	0	0	0	0	0	0	0
51.	Wyoming.....WY	N	0	0	0	0	0	0	0	0
52.	American Samoa.....AS	N	0	0	0	0	0	0	0	0
53.	Guam.....GU	N	0	0	0	0	0	0	0	0
54.	Puerto Rico.....PR	N	0	0	0	0	0	0	0	0
55.	U.S. Virgin Islands.....VI	N	0	0	0	0	0	0	0	0
56.	Northern Mariana Islands.....MP	N	0	0	0	0	0	0	0	0
57.	Canada.....CAN	N	0	0	0	0	0	0	0	0
58.	Aggregate Other Aliens.....OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal.....	XXX	287,259	125,108,545	0	5,235,296	0	0	130,631,100	0
60.	Reporting Entity Contributions for Employee Benefit Plans.....	XXX	0	0	0	0	0	0	0	0
61.	Totals (Direct Business)	(a) 33	287,259	125,108,545	0	5,235,296	0	0	130,631,100	0
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999.	Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

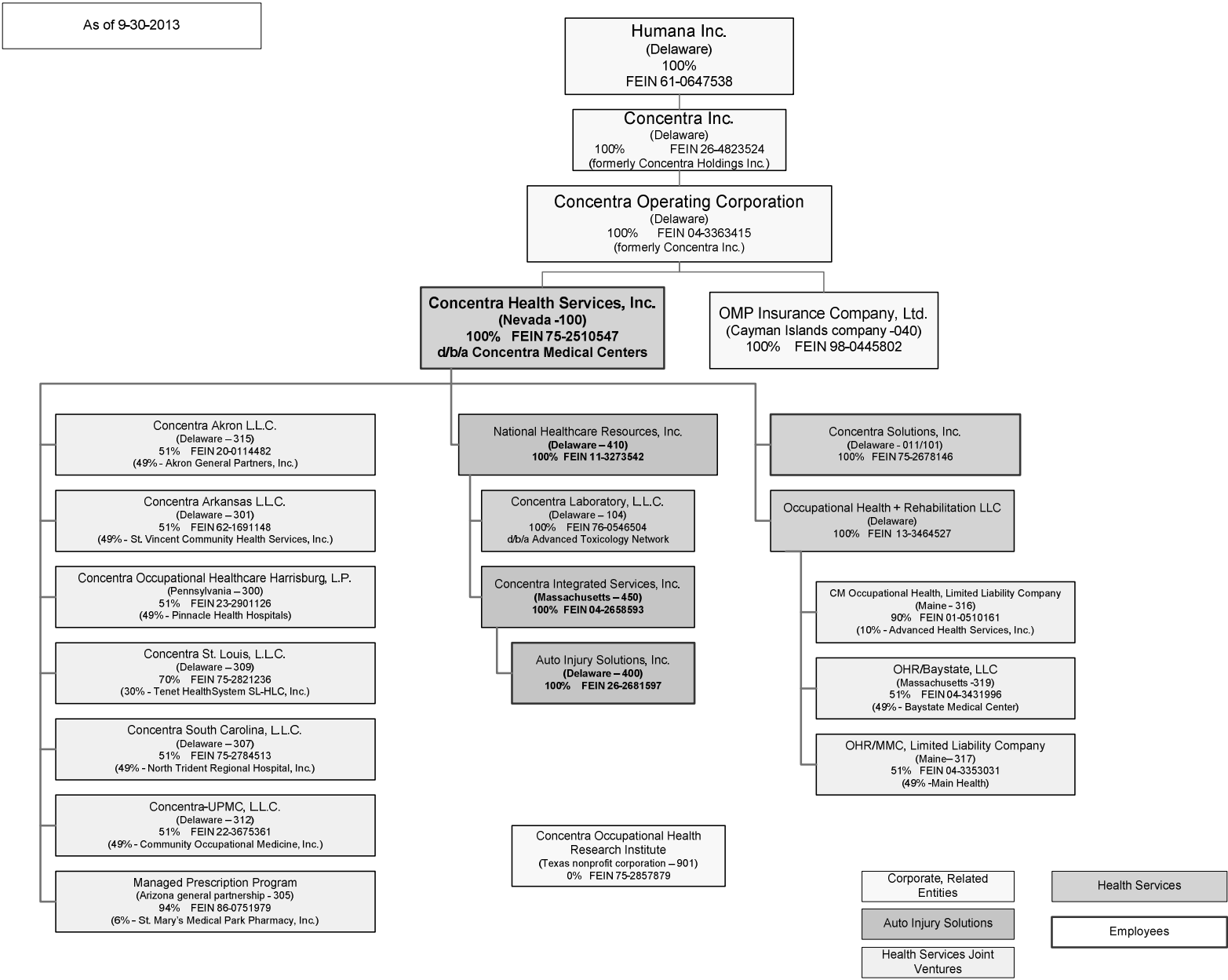
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and Other Alien.  
0



## 15

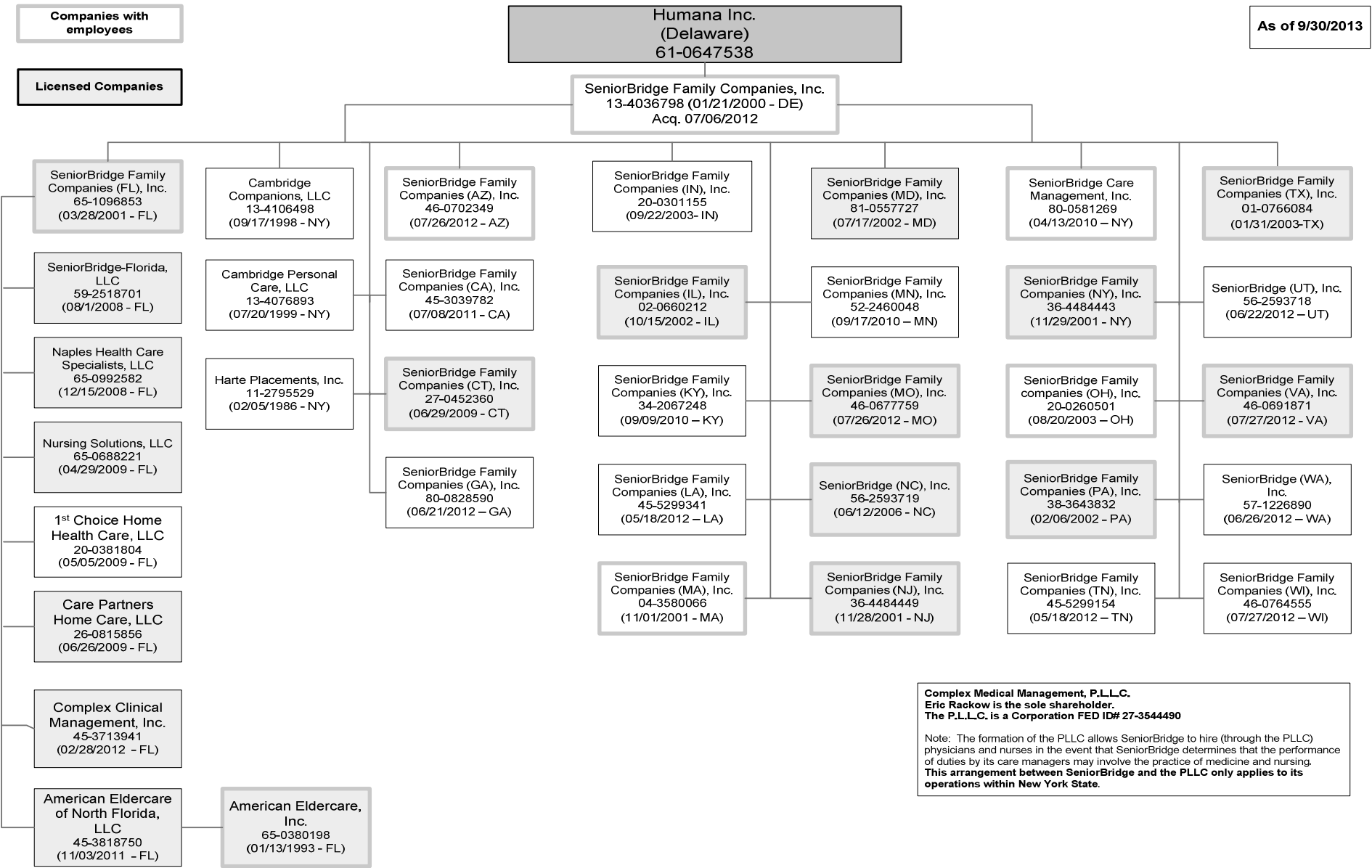


STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.



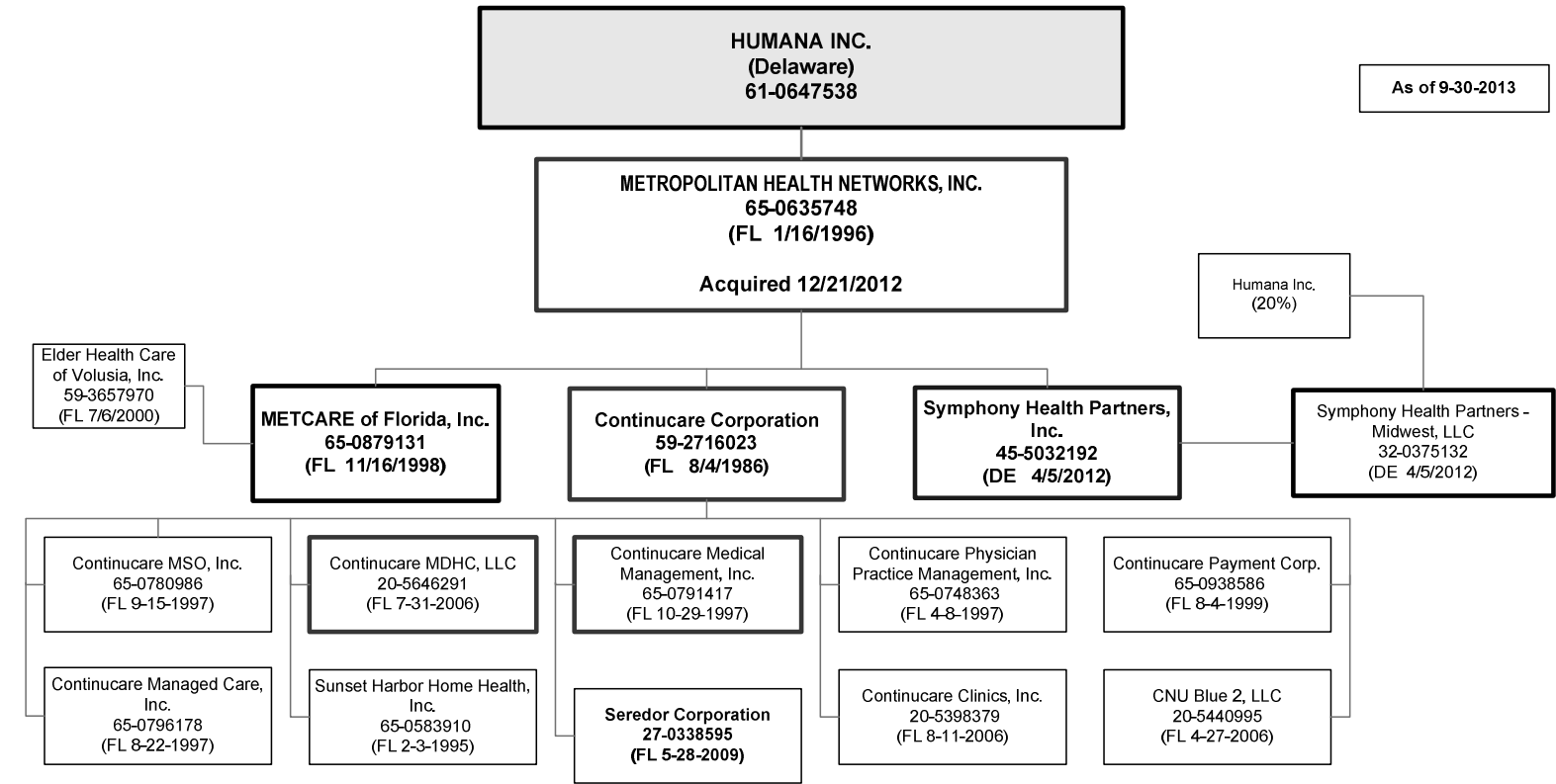
STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

15.2



STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

15.3



Employees

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	65-0851053				154th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0381804				1st Choice Home Health Care, LLC	FL	NIA		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5309363				515-526W MainSt CondoCouncil of Co-Owners	KY	NIA	Preservation on Main, Inc.	Ownership	100.000	Humana Inc.	6
0119	Humana Inc.	00000	65-0293220				54th Street Medical Plaza, Inc.	FL	NIA	CAC-Florida Medical Centers, LLC	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-1225873				Agile Technology Solutions, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0200477				Ambulatory Care Solutions of Arkansas LLC	AR	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4179617				Ambulatory Care Solutions of Ohio LLC	OH	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	37-1485812				Ambulatory Care Solutions, LLC	IN	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95107	56-1796975				American Dental Plan of N. C., Inc.	NC	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11559	58-2302163				American Dental Providers of Ark., Inc.	AR	IA	Humana Dental Company SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	19
0119	Humana Inc.	00000	45-3818750				American Eldercare of North Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0380198				American Eldercare, Inc.	FL	NIA		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1478012				American Tax Credit Corp GA Fund III, LLC	DE	OTH	See Footnote 1	Other	0.000	Humana Inc.	1
0119	Humana Inc.	00000	77-0540040				Anvita, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-3387971				Arcadian Choice, Inc.	TX	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12628	20-5089611				Arcadian Health Plan of Georgia, Inc.	GA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11954	20-8688983				Arcadian Health Plan of Louisiana, Inc.	LA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	13558	26-2800286				Arcadian Health Plan of New York, Inc.	NY	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12151	20-1001348				Arcadian Health Plan, Inc.	WA	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12999	26-0500828				Arcadian Heath Plan of North Carolina, Inc.	NC	IA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0836599				Arcadian Management Services, Inc.	DE	NIA	Arcadian Management Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-2681597				Auto Injury Solutions, Inc.	DE	NIA	Concentra Integrated Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-3715944				Availity, L.L.C.	DE	OTH	See Footnote 2	Board of Directors	0.000	Humana Inc.	2
0119	Humana Inc.	00000	30-0117876				CAC Medical Center Holdings, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0010657				CAC-Florida Medical Centers, LLC	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4106498				Cambridge Companions, LLC	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4076893				Cambridge Personal Care, LLC	NY	NIA	SeniorBridge Family Companies, Inc. SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-0815856				Care Partners Home Care, LLC	FL	NIA		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1514846				CareNetwork, Inc.	WI	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95092	59-2598550				CarePlus Health Plans, Inc.	FL	NIA	CPHP Holdings, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95754	62-1579044				Cariten Health Plan Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	82740	62-0729865				Cariten Insurance Company	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0072760				Certify Data Systems, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	8
0119	Humana Inc.	95158	61-1279717				CHA HMO, Inc.	KY	IA	CHA Service Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1279716				CHA Service Company	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0510161				CM Occupational Health, L.L.C.	ME	NIA	See Footnote 8	Joint Venture	0.000	Humana Inc.	8
0119	Humana Inc.	00000	20-5440995				CNU Blue 2, LLC	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52015	59-2531815				CompBenefits Company	FL	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3185995				CompBenefits Corporation	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	11228	36-3686002				CompBenefits Dental, Inc.	IL	IA	Dental Care Plus Management Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	58-2228851				CompBenefits Direct, Inc.	DE	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60984	74-2552026				CompBenefits Insurance Company	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12250	63-1063101				CompBenefits of Alabama, Inc.	AL	IA	HumanaCares, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	58-2198538				CompBenefits of Georgia, Inc.	GA	IA	HumanaCares, Inc. SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3713941				Complex Clinical Management, Inc.	FL	NIA		Ownership	100.000	Humana Inc.	0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	42-1575099				Comprehensive Health Insights, Inc.	IL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0114482				Concentra Akron, L.L.C.	DE	NIA	See Footnote 9	Joint Venture	100.000	Humana Inc.	9
0119	Humana Inc.	00000	62-1691148				Concentra Arkansas, L.L.C.	DE	NIA	See Footnote 10	Joint Venture	0.000	Humana Inc.	10
0119	Humana Inc.	00000	75-2510547				Concentra Health Services, Inc.	NV	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4823524				Concentra Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-2658593				Concentra Integrated Services, Inc.	MA	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	76-0546504				Concentra Laboratory, L.L.C.	DE	NIA	National Healthcare Resources, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2857879				Concentra Occ Health Research Institute	TX	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	23-2901126				Concentra Occ Healthcare Harrisburg, L.P.	PA	NIA	See Footnote 11	Joint Venture	0.000	Humana Inc.	11
0119	Humana Inc.	00000	04-3363415				Concentra Operating Corporation	DE	NIA	Concentra Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2678146				Concentra Solutions, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2784513				Concentra South Carolina, L.L.C.	DE	NIA	See Footnote 12	Joint Venture	0.000	Humana Inc.	12
0119	Humana Inc.	00000	75-2821236				Concentra St. Louis, L.L.C.	DE	NIA	See Footnote 13	Joint Venture	0.000	Humana Inc.	13
0119	Humana Inc.	00000	22-3675361				Concentra-UPMC, L.L.C.	DE	NIA	See Footnote 14	Joint Venture	0.000	Humana Inc.	14
0119	Humana Inc.	00000	20-5398379				Continucare Clinics, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2716023				Continucare Corporation	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0796178				Continucare Managed Care, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-5646291				Continucare MDHC, LLC	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0791417				Continucare Medical Management, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0780986				Continucare MSO, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0938586				Continucare Payment Corp.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0748363				Continucare Physician Practice Management, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-8236655				Corphealth Provider Link, Inc.	TX	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	75-2043865				Corphealth, Inc.	TX	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	33-0916248				DefenseWeb Technologies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-3512545				Dental Care Plus Management Corp.	IL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95161	76-0039628				DentiCare, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-3657970				Elder Health Care of Volusia, Inc.	FL	NIA	METCARE of Florida, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	88595	31-0935772				Emphesys Insurance Company	TX	IA	Emphesys, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1237697				Emphesys, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-1649291				Harris, Rothenberg International Inc.	NY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-2795529				Harte Placements, Inc.	NY	NIA	SeniorBridge Family Companies (NY), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1223418				Health Value Management, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3116348				HomeCare Health Solutions, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3592783				HUM INT, LLC	DE	NIA	HUM-Holdings International, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-4835394				Humana Active Outlook, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	10126	65-1137990				Humana AdvantageCare Plan, Inc.	FL	IA	Humana Medical Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60052	37-1326199				Humana Benefit Plan of Illinois, Inc.	IL	OTH	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-1843760				Humana Dental Company	FL	NIA	CompBenefits Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95519	58-2209549				Humana Employers Health Plan of GA, Inc.	GA	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1241225				Humana Government Business, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95642	72-1279235				Humana Health Benefit Plan of LA, Inc.	LA	IA	Humana Health Plan Interests, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	69671	61-1041514				Humana Health Ins. Co. of Florida, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	71-0732385				Humana Health Plan Interests, Inc.	LA	NIA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3473328				Humana Health Plan of California, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95348	31-1154200				Humana Health Plan of Ohio, Inc.	OH	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95024	61-0994632				Humana Health Plan of Texas, Inc.	TX	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95885	61-1013183				Humana Health Plan, Inc.	KY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	95721	66-0406896				Humana Health Plans of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-0647538			NYSE	Humana Inc.	DE	UDP		Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343791				Humana Innovation Enterprises, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	73288	39-1263473				Humana Insurance Company	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	60219	61-1311685				Humana Insurance Company of Kentucky	KY	IA	Humana Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12634	20-2888723				Humana Insurance Company of New York	NY	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	84603	66-0291866				Humana Insurance of Puerto Rico, Inc.	PR	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3364857				Humana MarketPOINT of Puerto Rico, Inc.	PR	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1343508				Humana MarketPOINT, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14224	27-3991410				Humana Medical Plan of Michigan, Inc.	MI	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	14462	27-4660531				Humana Medical Plan of Pennsylvania, Inc.	PA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12908	20-8411422				Humana Medical Plan of Utah, Inc.	UT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95270	61-1103898				Humana Medical Plan, Inc.	FL	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-2254346				Humana Pharmacy Solutions, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	7
0119	Humana Inc.	00000	61-1316926				Humana Pharmacy, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	12282	20-2036444				Humana Regional Health Plan, Inc.	AR	IA	Arcadian Management Services, Inc./Arcadia Health Plan, Inc.	Ownership	100.000	Humana Inc.	18
0119	Humana Inc.	00000	20-8418853				Humana Veterans Healthcare Services, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-4522426				Humana WellWorks LLC	DE	NIA	Health Value Management, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95342	39-1525003				Humana Wisc. Health Org. Ins. Corp.	WI	IA	CareNetwork, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0274594				HumanaCares, Inc.	FL	NIA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	70580	39-0714280				HumanaDental Insurance Company	WI	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1364005				HumanaDental, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-4535747				HumanaVitality, LLC	DE	OTH	See Footnote 7	Ownership	75.000	Humana Inc.	7
0119	Humana Inc.	00000	61-1239538				Humco, Inc.	KY	NIA	Humana Health Plan, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1383567				HUM-e-FL, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	26-3583438				HUM-Holdings International, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				Hummingbird Coaching Systems LLC	OH	NIA	Corphealth, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	39-1769093				Independent Care Health Plan	WI	OTH	See Footnote 5	Other	100.000	Humana Inc.	5
0119	Humana Inc.	00000	62-1245230				Kanawha HealthCare Solutions, Inc.	TN	IA	Kanawha Insurance Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	65110	57-0380426				Kanawha Insurance Company	SC	IA	KMG America Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1377270				KMG America Corporation	VA	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1981339				M.D. Care, Inc.	CA	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	61-1232669				Managed Care Indemnity, Inc.	VT	IA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-0751979				Managed Prescription Program	AZ	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0879131				METCARE of Florida, Inc.	FL	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0635728				Metropolitan Health Networks, Inc.	FL	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0992582				Naples Health Care Specialists, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	11-3273542				National Healthcare Resources, Inc.	DE	NIA	Concentra Health Services, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0688221				Nursing Solutions, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3353031				OHR/Baystate, LLC	MA	NIA	See Footnote 15	Joint Venture	0.000	Humana Inc.	15
0119	Humana Inc.	00000	04-3353031				OHR/MMC, Limited Liability Company	ME	NIA	See Footnote 16	Joint Venture	100.000	Humana Inc.	16
0119	Humana Inc.	00000	98-0445802				OMP Insurance Company, Ltd.	TX	NIA	Concentra Operating Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1552091				PHP Companies, Inc.	TN	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	62-1250945				Preferred Health Partnership, Inc.	TN	NIA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	95749	62-1546662				Preferred Hlth Partnership of Tenn., Inc.	TN	IA	PHP Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-1724127				Preservation on Main, Inc.	KY	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593719				SeniorBridge (NC), Inc.	NC	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	56-2593718				SeniorBridge (UT), Inc.	UT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0

SCHEDULE Y  
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relation-ship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
0119	Humana Inc.	00000	57-1226890				SeniorBridge (WA), Inc.	WA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0581269				SeniorBridge Care Management, Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0702349				SeniorBridge Family Companies (AZ), Inc.	AZ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-3039782				SeniorBridge Family Companies (CA), Inc.	CA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	27-0452360				SeniorBridge Family Companies (CT), Inc.	CT	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-1096853				SeniorBridge Family Companies (FL), Inc.	FL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	80-0828590				SeniorBridge Family Companies (GA), Inc.	GA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	02-0660212				SeniorBridge Family Companies (IL), Inc.	IL	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0301155				SeniorBridge Family Companies (IN), Inc.	IN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	34-2067248				SeniorBridge Family Companies (KY), Inc.	KY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-5299341				SeniorBridge Family Companies (LA), Inc.	LA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	04-3580066				SeniorBridge Family Companies (MA), Inc.	MA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	81-0557727				SeniorBridge Family Companies (MD), Inc.	MD	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	52-2460048				SeniorBridge Family Companies (MN), Inc.	MN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0677759				SeniorBridge Family Companies (MO), Inc.	MO	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484449				SeniorBridge Family Companies (NJ), Inc.	NJ	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	36-4484443				SeniorBridge Family Companies (NY), Inc.	NY	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-0260501				SeniorBridge Family Companies (OH), Inc.	OH	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	38-3643832				SeniorBridge Family Companies (PA), Inc.	PA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	45-5299154				SeniorBridge Family Companies (TN), Inc.	TN	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	01-0766084				SeniorBridge Family Companies (TX), Inc.	TX	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0691871				SeniorBridge Family Companies (VA), Inc.	VA	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	46-0764555				SeniorBridge Family Companies (WI), Inc.	WI	NIA	SeniorBridge Family Companies, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	13-4036798				SeniorBridge Family Companies, Inc.	DE	NIA	Humana Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	59-2518701				SeniorBridge-Florida, LLC	FL	NIA	SeniorBridge Family Companies (FL), Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	20-3355580				Sensei, Inc.	DE	OTH	See Footnote 6	Other	0.000	Humana Inc.	6
0119	Humana Inc.	00000	27-0338595				Seredor Corporation	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	65-0583910				Sunset Harbor Home Health, Inc.	FL	NIA	Continucare Corporation	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	32-0375132				Symphony Health Partners - Midwest, LLC	DE	NIA	See Footnote 20	Ownership	0.000		20
0119	Humana Inc.	00000	45-5032192				Symphony Health Partners, Inc.	DE	NIA	Metropolitan Health Networks, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	74-2352809				Texas Dental Plans, Inc.	TX	IA	Humana Dental Company	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	54739	52-1157181				The Dental Concern, Inc.	KY	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	52028	36-3654697				The Dental Concern, Ltd.	IL	IA	HumanaDental, Inc.	Ownership	100.000	Humana Inc.	0
0119	Humana Inc.	00000	86-1050795				The Vitality Group, LLC	DE	OTH	See Footnote 7	Ownership	25.000	Humana Inc.	7
0119	Humana Inc.	00000	20-3585174				Valor Healthcare, Inc.	DE	NIA	Humana Government Business, Inc.	Ownership	100.000	Humana Inc.	0

Asterisk	Explanation
1	American Tax Credit Corporate Georgia Fund III, L.L.C., a Delaware limited liability company, was formed on October 4, 2004 for the purpose of investing in apartment complexes generating Georgia state low income housing tax credits. Humana Insurance Company is a Member with a 58.1736% ownership interest. The Savannah Bank, N.A. is a Member with a 1.6029% ownership interest, GMAC Insurance Georgia, L.L.C. is a Member with a 40.2133% ownership interest and Paramount Properties, Inc. is the Managing Member with 0.01% ownership interest.
2	Availity, L.L.C., a Delaware limited liability company, was formed by affiliates of Humana Inc. and Blue Cross and Blue Shield of Florida, Inc. to develop and operate an Internet site on the World Wide Web to permit health plans to communicate and engage in electronic transactions with health care service providers initially in the State of Florida. HUM-e-FL, Inc., a subsidiary of Humana Inc., is a Member with a 22.5% ownership interest. Navigy, Inc., a subsidiary of Blue Cross and Blue Shield of Florida, Inc., is a Member with a 33.75% ownership interest, Health Care Service Corporation, a Member, has a 33.75% ownership interest, and Sellcore, Inc., a subsidiary of WellPoint and a Member, has a 10% ownership interest.
5	Independent Care Health Plan, a Wisconsin corporation licensed as an HMO, operates an integrated, coordinated medical and social service managed care program for chronically disabled Medicaid recipients in Milwaukee, Wisconsin. CareNetwork, Inc. owns 50% of the company's stock. New Health Services, Inc. owns the other 50%.
6	Sensei, Inc., a Delaware corporation, was incorporated on August 24, 2005 to enter into a joint venture with Humana Innovation Enterprises, Inc. and Card Guard AG, a Swiss corporation, dedicated to defining, building, and distributing the next generation of wireless health platforms. On December 12, 2008, Humana Innovation Enterprises, Inc. purchased all of Sensei, Inc.'s shares from Card Guard AG whereby Humana Innovation Enterprises, Inc. owned 100% of Sensei's issued and outstanding stock. On May 17, 2010, Robert Schwarzberg purchased 81% of Sensei's shares from Humana Innovation Enterprises, Inc., leaving the company with a 19% ownership interest.



STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

Asterisk	Explanation
7 .....	HumanaVitality, LLC, a Delaware limited liability company, was formed on January 3, 2011, and The Vitality Group, LLC, a Delaware limited liability company, was formed on February 15, 2011 through affiliates of Humana Inc. and Discovery Holdings Limited, a South African company, to offer Discovery's Vitality wellness and loyalty program to Humana members. Humana WellWorks LLC, a subsidiary of Humana Inc., owns 75% of HumanaVitality, LLC and 25% of The Vitality Group, LLC. The Vitality Group, Inc., a subsidiary of Discovery Holdings Limited, owns 25% of HumanaVitality, LLC and 75% of The Vitality Group, LLC. ....
8 .....	CM Occupational Health, Limited Liability Company is a Maine limited liability company. Occupational Health + Rehabilitation LLC has a 90% ownership interest and Advanced Health Services, Inc. has a 10% ownership interest. ....
9 .....	Concentra Akron, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Akron General Partners, Inc. has a 49% ownership interest. ....
10 .....	Concentra Arkansas, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and St. Vincent Community Health Services, Inc. has a 49% ownership interest. ....
11 .....	Concentra Occupational Healthcare Harrisburg, L.P. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Pinnacle Health Hospitals has a 49% interest. ....
12 .....	Concentra South Carolina, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and North Trident Regional Hospital, Inc. has a 49% ownership interest. ....
13 .....	Concentra St. Louis, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 70% ownership interest and Tenet HealthSystem SL-HLC, Inc. has a 30% ownership interest. ....
14 .....	Concentra-UPMC, L.L.C. is a Delaware limited liability company. Concentra Health Services, Inc. has a 51% ownership interest and Community Occupational Medicine, Inc. has a 49% ownership interest. ....
15 .....	OHR/Baystate, LLC is a Massachusetts limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Bayside Medical Center has a 49% ownership interest. ....
16 .....	OHR/MMC, Limited Liability Company is a Main limited liability company. Occupational Health + Rehabilitation LLC has a 51% ownership interest and Maine Health has a 49% ownership interest. ....
18 .....	Ownership is 60% Arcadian Health Plan, Inc., 40% Arcadian Management Services, Inc. ....
19 .....	Reporting company. ....
20 .....	Ownership is 80% Symphony Health Partners, Inc. and 20% Humana Inc. of Symphony Health Partners Midwest, LLC. ....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....

NO

Explanation:

1. This type of business is not written

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



**OVERFLOW PAGE FOR WRITE-INS**

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Current year change in encumbrances .....		
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	43,983,669	38,728,002
2. Cost of bonds and stocks acquired .....	9,404,305	15,122,969
3. Accrual of discount .....	13,888	18,765
4. Unrealized valuation increase (decrease) .....	(553)	13,174
5. Total gain (loss) on disposals .....	9,920	204,476
6. Deduct consideration for bonds and stocks disposed of .....	3,815,678	9,898,214
7. Deduct amortization of premium .....	204,324	205,503
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	49,391,227	43,983,669
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	49,391,227	43,983,669

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a) .....	39,167,935	53,460,893	49,197,901	(651,108)	43,342,146	39,167,935	42,779,819	40,059,776
2. Class 2 (a) .....	10,333,240	0	251,957	156,882	11,051,996	10,333,240	10,238,165	10,430,108
3. Class 3 (a) .....	1,141,770	0	77,072	433,797	1,149,240	1,141,770	1,498,495	1,588,674
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	50,642,945	53,460,893	49,526,930	(60,429)	55,543,382	50,642,945	54,516,479	52,078,558
PREFERRED STOCK								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	50,642,945	53,460,893	49,526,930	(60,429)	55,543,382	50,642,945	54,516,479	52,078,558

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 5,125,251 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ;  
NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	5,125,251	xxx	5,125,251	839	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	8,094,889	7,530,491
2. Cost of short-term investments acquired .....	117,029,610	174,244,098
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	119,999,248	173,679,700
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	5,125,251	8,094,889
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	5,125,251	8,094,889

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards  
**N O N E**

Schedule DB - Part B - Verification - Futures Contracts  
**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open  
**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open  
**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives  
**N O N E**

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	2,899,981
2. Cost of cash equivalents acquired .....	57,999,352	68,998,528
3. Accrual of discount .....	648	1,144
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	(324)
6. Deduct consideration received on disposals .....	58,000,000	0
7. Deduct amortization of premium .....	0	71,899,329
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	0
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0



Schedule A - Part 2 - Real Estate Acquired and Additions Made  
**N O N E**

Schedule A - Part 3 - Real Estate Disposed  
**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired  
**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid  
**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired  
**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid  
**N O N E**

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
912828-PS-3	US TREASURY N/B GOVERNMENT		.07/15/2013	NOMURA SECURITIES		596,767	575,000	5,273	1
0599999. Subtotal - Bonds - U.S. Governments						596,767	575,000	5,273	XXX
3138119-RK-8	FANNIE MAE 15 YR MBS/POOL FNMA		.09/26/2013	BNP PARIBAS		699,507	696,352	1,402	1
313811P-JG-0	FANNIE MAE 15 YR MBS/POOL FNMA		.09/27/2013	MORGAN STANLEY		602,711	599,572	1,207	1
31417G-Y3-4	FED NTL MTG ASSO FNMA		.09/25/2013	MORGAN STANLEY		703,009	699,783	1,409	1
3199999. Subtotal - Bonds - U.S. Special Revenues						2,005,227	1,995,707	4,018	XXX
07388R-AF-4	BEAR STEARNS CO. CMBS		.08/07/2013	GOLDMAN SACHS		70,395	63,620	103	1FE
20173W-AF-5	CMLTI CMBS		.08/20/2013	MERRILL LYNCH		239,328	210,731	800	1FE
404225-BM-5	HSART 13-T5: AT5 ABS FTST		.08/01/2013	BARCLAYS CAPITAL		350,000	350,000	0	1FE
46632H-AG-6	JPMCC 07-LD12 CMBS		.08/07/2013	MERRILL LYNCH		84,049	73,803	132	1FE
50180J-AD-7	LBUBS 07-C2 CMBS		.09/05/2013	MERRILL LYNCH		113,053	103,785	454	1FM
60687V-AF-2	MLCFC 06-3 CMBS		.08/13/2013	MERRILL LYNCH		92,559	83,954	189	1FE
61750W-AS-2	MSC-99 CMBS		.07/18/2013	MERRILL LYNCH		377,423	342,795	1,114	1FE
92978P-AF-6	WBCMT 03 CMBS		.09/04/2013	MERRILL LYNCH		131,970	119,824	141	1FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,458,777	1,348,512	2,933	XXX
8399997. Total - Bonds - Part 3						4,060,771	3,919,219	12,224	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						4,060,771	3,919,219	12,224	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						4,060,771	XXX	12,224	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Humana Benefit Plan of Illinois, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	For- eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog- nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)	
313463-ZB-9	FEDERAL HOME LOAN MTGE CO AGCY FTST		07/31/2013	CALLED SECURITY at 100.000		400,000	400,000	409,840	405,718	.0	(5,718)	.0	(5,718)	.0	400,000	.0	.0	.0	12,000	07/31/2019	1FE	
36202X-XN-2	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2013	MBS PAYDOWN		4,678	4,678	4,688	4,678	.0	(1)	.0	(1)	.0	4,678	.0	.0	.0	155	07/01/2033	1	
36225B-Y9-3	GOVERNMENT NATIONAL MORTGAGE GNMA		09/01/2013	MBS PAYDOWN		29,684	29,684	29,851	29,716	.0	(32)	.0	(32)	.0	29,684	.0	.0	.0	1,086	07/01/2033	1	
912828-JG-6	US TREASURY N/B		07/31/2013	MATURITY		575,000	575,000	584,795	576,220	.0	(1,220)	.0	(1,220)	.0	575,000	.0	.0	.0	19,412	07/31/2013	1	
0599999. Subtotal - Bonds - U.S. Governments						1,009,362	1,009,362	1,029,174	1,016,332	0	(6,971)	0	(6,971)	0	1,009,362	0	0	0	32,653	XXX	XXX	
31326U-KH-6	FEDERAL HOME LOAN MTGE CO FHLMC		09/01/2013	MBS PAYDOWN		21,844	21,844	23,101	21,927	.0	(84)	.0	(84)	.0	21,844	.0	.0	.0	510	06/01/2042	1	
3132HQ-4Q-2	FEDERAL HOME LOAN MTGE CO 30YR		09/01/2013	MBS PAYDOWN		28,344	28,344	29,513	.0	.0	(52)	.0	(52)	.0	28,344	.0	.0	.0	469	12/01/2042	1	
3138W1-4Q-7	FED NTL MTG ASSO 30YR		09/01/2013	MBS PAYDOWN		15,268	15,268	15,806	.0	.0	(12)	.0	(12)	.0	15,268	.0	.0	.0	164	03/01/2043	1	
31411D-QK-8	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		82,760	82,760	83,532	83,022	.0	(262)	.0	(262)	.0	82,760	.0	.0	.0	3,315	11/01/2036	1	
31411L-XD-8	FED NTL MTG ASSO FNMA		09/01/2013	MBS PAYDOWN		46,105	46,105	45,103	45,772	.0	333	.0	333	.0	46,105	.0	.0	.0	1,567	04/01/2037	1	
31412N-2F-2	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		107,871	107,871	115,056	108,086	.0	(215)	.0	(215)	.0	107,871	.0	.0	.0	4,443	02/01/2039	1	
31412Q-RB-7	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		5,901	5,901	6,294	5,987	.0	(86)	.0	(86)	.0	5,901	.0	.0	.0	216	10/01/2039	1	
31416S-4Y-4	FED NTL MTG ASSO FNMA 30YR		09/01/2013	MBS PAYDOWN		3,293	3,293	3,512	3,355	.0	(62)	.0	(62)	.0	3,293	.0	.0	.0	121	06/01/2039	1	
3199999. Subtotal - Bonds - U.S. Special Revenues						311,386	311,386	321,917	268,149	0	(440)	0	(440)	0	311,386	0	0	0	10,805	XXX	XXX	
023767-AA-4	AMERICAN AIRLINES INC CORPORATE		07/31/2013	CALLED SECURITY at 100.000		3,176	3,176	3,176	3,176	.0	.0	.0	.0	.0	3,176	.0	.0	.0	167	07/31/2021	2FE	
029912-BC-5	AMERICAN TOWER CORP CORPORATE		08/26/2013	CITIGROUP GLOBAL MARKETS INC		257,498	249,000	248,701	248,747	.0	34	.0	34	.0	248,781	.0	8,718	8,718	12,505	09/01/2020	2FE	
07388R-AF-4	BEAR STEARNS CO. CMBS		09/11/2013	CALLED SECURITY at 100.000		52	52	57	.0	.0	(6)	.0	(6)	.0	52	.0	.0	.0	.0	02/01/2044	1FE	
090572-AN-8	BIO-RAD LABORATORIES INC CORPORATE		09/30/2013	CALLED SECURITY at 104.000		78,000	75,000	79,125	77,525	.0	(453)	.0	(453)	.0	77,072	.0	928	928	6,250	09/15/2016	3FE	
20173W-AF-5	CMILT1 CMBS		09/10/2013	CALLED SECURITY at 100.000		154	154	175	.0	.0	(21)	.0	(21)	.0	154	.0	.0	.0	1	12/01/2049	1FE	
46632H-AG-6	JPMCC 07-LD12 CMBS		09/16/2013	CALLED SECURITY at 100.000		45	45	51	.0	.0	(6)	.0	(6)	.0	45	.0	.0	.0	.0	02/01/2051	1FE	
50180J-AD-7	LBUBS 07-C2 CMBS		09/17/2013	CALLED SECURITY at 100.000		37	37	40	.0	.0	(3)	.0	(3)	.0	37	.0	.0	.0	.0	02/15/2040	1FM	
60687V-AF-2	MLCFC 06-3 CMBS		09/12/2013	CALLED SECURITY at 100.000		67	67	74	.0	.0	(7)	.0	(7)	.0	67	.0	.0	.0	.0	07/01/2046	1FE	
61750W-AS-2	MSC-99 CMBS		09/16/2013	CALLED SECURITY at 100.000		2,182	2,182	2,402	.0	.0	(220)	.0	(220)	.0	2,182	.0	.0	.0	13	12/01/2043	1FE	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						341,211	329,713	333,801	329,448	0	(682)	0	(682)	0	331,566	0	9,646	9,646	18,936	XXX	XXX	
8399997. Total - Bonds - Part 4						1,661,959	1,650,461	1,684,892	1,613,929	0	(8,093)	0	(8,093)	0	1,652,314	0	9,646	9,646	62,394	XXX	XXX	
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						1,661,959	1,650,461	1,684,892	1,613,929	0	(8,093)	0	(8,093)	0	1,652,314	0	9,646	9,646	62,394	XXX	XXX	
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						1,661,959	XXX	1,684,892	1,613,929	0	(8,093)	0	(8,093)	0	1,652,314	0	9,646	9,646	62,394	XXX	XXX	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

## SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							